

**SECOND AMENDMENT**  
**TO**  
**CORRECTIVE ACTION STANDBY TRUST AGREEMENT**

**WHEREAS**, a Corrective Action Standby Trust Agreement was executed on October 20, 2003, by and between New Ventures Associates, LLC ("NVALLC") and the U.S. Bank National Association that was approved by the Department of Environmental Protection; and

**WHEREAS**, NVALLC placed \$2,975,000.00 into a Standby Trust Account at the U.S. Bank National Association, Account No. 743679000 and entitled, New Ventures Associates, LLC Standby Trust Agreement dated October 2003; and

**WHEREAS**, the current value of the Trust Fund Property in the Standby Trust Account, including all interest and earnings, is \$3,211,124.20 as of September 30, 2009; and

**WHEREAS**, NVALLC seeks to change the Trustee to River Bank, c/o Richard L. Archambault, Vice President, Commercial Real Estate, River Bank, 30 Massachusetts Avenue, North Andover, Massachusetts 01845; and

**WHEREAS**, pursuant to Paragraphs 2, 4 and 15 of the Corrective Action Standby Trust Agreement, the Trust Fund Property in the U.S. Bank National Association Account No. 743679000, including all interest and earnings, will be transferred in its entirety to River Bank,

Account No. 00837005453 and will remain in said account subject to the provisions of the Corrective Action Standby Trust Agreement; and

**WHEREAS**, all of the other provisions of the Corrective Action Standby Trust Agreement will remain in effect.

**NOW, THEREFORE**, New Ventures Associates, LLC, U.S. Bank National Association, River Bank and the Department of Environmental Protection, hereby amend the Corrective Action Standby Trust Agreement and appoint River Bank, as successor Trustee, to hold and administer all money and property received by the successor Trustee hereunder, in trust and for the benefit of the Department, upon the terms and conditions of the Corrective Action Standby Trust Agreement dated October 20, 2003, and attached hereto.

**IN WITNESS WHEREOF**, the Parties have caused this Amendment to be duly executed in quadruplicate, as of the day and year first written above.

New Ventures Associates, LLC, as Grantor

By: 

William Thibeault

Its: Manager

U.S. Bank National Association, as Trustee

By: 

Todd Dinezza

Its: Assistant Vice President

  
**River Bank, as successor Trustee**


By: \_\_\_\_\_

**Richard L. Archambault**

Its: **Vice President**

**Massachusetts Department of Environmental Protection**

By: \_\_\_\_\_

  
**Name: Steven A. DeGabriele**

**Title: Division Director**

**Business Compliance Division**

Dated: October 26, 2009